

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SECOND SUPPLEMENTAL AFFIDAVIT OF RANDALL S. EISENBERG
IN SUPPORT OF THE RETENTION OF FTI CONSULTING, INC. AS
RESTRUCTURING AND FINANCIAL ADVISOR TO THE DEBTORS

Randall S. Eisenberg, being duly sworn, deposes and states as follows:

1. I am a Senior Managing Director with the firm of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI"). I submit this affidavit (the "Second Supplemental Affidavit")¹ to supplement my prior affidavits that were submitted in connection with FTI's retention in these chapter 11 cases. Unless otherwise stated in this Second Supplement Affidavit², I have personal knowledge of the facts set forth herein.

2. On October 8, 2005, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On October 8, 2005, the Debtors filed an application to retain FTI as its Restructuring and Financial Advisor. In support of the application, FTI filed an affidavit executed by the undersigned on behalf of FTI in accordance with the applicable sections of the Bankruptcy Code (the "Original Affidavit"). On or about February 27, 2006, I submitted a

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals within FTI and are based upon information they have provided.

supplemental affidavit to update the disclosures made in the Original Affidavit (the

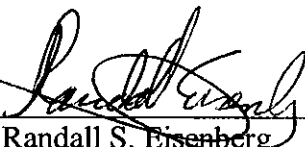
"Supplemental Affidavit").

4. Since the filing of the Supplemental Affidavit, the following has come to my attention:

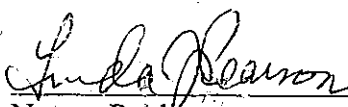
- a. Upon information and belief, FTI has provided and could reasonably be expected to continue to provide services to the parties set forth in Exhibit A. FTI's representation of these organizations is wholly unrelated to the Debtors and these Chapter 11 cases.

5. Insofar as I have been able to ascertain and subject to the disclosures herein and in my prior affidavits, FTI does not represent any interests adverse to the Debtors' estates and, to the best of my knowledge, remains a "disinterested person" as that term is defined in Section 101(14), as modified by Section 1107(b), of the Bankruptcy Code.

Dated: New York, New York
April 17, 2006

By: 
Randall S. Eisenberg
Senior Managing Director

Sworn to and subscribed before me on
this 17th day of April 2006


Notary Public

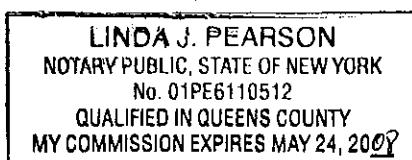


Exhibit A

Delphi Corporation, et al. Relationship Check Summary

Name
BellSouth Corporation
Deloitte & Touche
Dana Corporation
DTE Energy Company
Ericsson, Inc.
Fidelity National Financial, Inc.
Harley Davidson, Inc.
KeyBank
Lockheed Martin Corporation
Nokia Corporation
Sharp Corporation
Sony Electronics, Inc.
Sprint Nextel Corporation
St. Paul Insurance Company
Tennessee Valley Corporation
Time Warner Inc.
Toyota Motor Corporation
Tyco International, Ltd.

Note: To the extent a listed entity has filed for Chapter 11, FTI may represent the Company or the Unsecured Creditors' Committee.